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July 17, 2007

Electronically Filed

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20054

Re: Notice of Ex Parte Communication in MB Docket No. 07-57 (Consolidated Application for Authority to Transfer Control of XM Satellite Radio Holdings Inc., Transferor and Sirius Satellite Radio Inc., Transferee, File Nos. SAT-T/C-20070320-00053, SAT-T/C-20070320-00054, SES-T/C-INTR2007-00693, and SES-T/C-INTR2007-00694 - "XM/Sirius Merger")

Dear Ms. Dortch:

This is to notify you that on July 13, 2007, on behalf of U.S. Electronics, Inc. ("USE"), New York, New York, the undersigned met with Roy J. Stewart, Rosemary C. Harold, Royce Sherlock, Marcia Glauberman and Judith Herman, Media Bureau, Gardner Foster and Marilyn Simon, International Bureau, Ronald Repasi and Bruce A. Ramano, Office of Engineering and Technology, and Ann Bushmiller, Office of General Counsel concerning the proposed XM-Sirius Merger. USE took no position for or against the Merger.

The matters discussed included the existence of litigations in which USE and the Transferee are parties, the existence of other litigation involving the Transferor, the nature and status of the litigations, that facts potentially relevant to the Commission's consideration of licensee qualifications as to candor and character existed, whether the Notice of Proposed Rulemaking issued June 27, 2007 in the Docket would be considered by the Commission before

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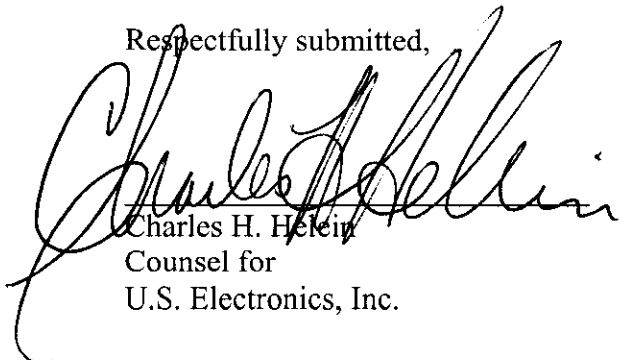
consideration of the Merger or both items would be jointly considered and acted on in a single agenda item.

It was also requested that the Commission take into consideration that were it to decide to approve the Merger it consider whether any conditions were needed and/or could be imposed to guard against the Merger having an adverse affect on any litigation then outstanding involving one or both of the applicant entities.

In accordance with Section 1.1206 of the Commission's Rules, 47 C.F.R. § 1.1206, and original and one copy of this letter are being submitted to the Secretary's Office, with a copy to Roy J. Stewart, Rosemary C. Harold, Royce Sherlock, Marcia Glauberman and Judith Herman, Media Bureau, Gardner Foster and Marilyn Simon, International Bureau, Ronald Repasi and Bruce A. Ramano, Office of Engineering and Technology, and Ann Bushmiller, Office of General Counsel. In addition, a copy of this letter is being filed electronically for inclusion in the public record.

Please direct any questions concerning this matter to the undersigned

Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to read 'Charles H. Helein', is written over the typed name and title.

Charles H. Helein
Counsel for
U.S. Electronics, Inc.